

First Union Rail Corporation

One O'Hare Center
6250 River Road, Suite 5000
Rosemont, Illinois 60018-4214
847 318-7575

VIA FEDERAL EXPRESS



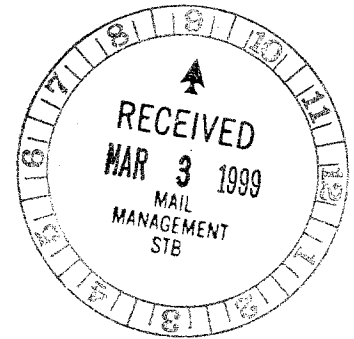
March 2, 1999

RECORDATION NO.

22059
FILED

MAR 3 '99

9-00 AM



Surface Transportation Board
Attn: Jan Fort
1925 K Street, N.W., Room 704
Washington, DC 20423-0001

Re: Memorandum of Lease Agreement

Dear Ms. Fort:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated February 23, 1999, a primary document as defined in the Board's Rules for the Recordation of Documents. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Cenex Harvest States Cooperatives
5600 Cenex Drive
Inver Grove Heights, MN 55077

A description of the railroad equipment covered by the enclosed document is set forth on Exhibit A, as attached to such Memorandum.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

A handwritten signature in cursive script that reads "Tiffany Chase".

Tiffany Chase
Manager – Documentation

Enclosures

(HVST026)

EXHIBIT A
to
RIDER NO. 12

RECORDATION NO. 22059 FILED
MAR 3 '99 9-00AM

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 23rd day of February, 1999, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Cenex Harvest States Cooperatives ("Lessee"), a Minnesota corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Master Lease Agreement (the "Lease"), dated as of August 1, 1997, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 12 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of January 1, 1999 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: K. A. Dombrowski
Name: K. A. DOMBROWSKI

Title: MANAGER - DOCUMENTATION

By: Richard J. Seymour
Name: RICHARD E. SEYMOUR
Title: Vice President Sales & Marketing

Executed on this 23rd day of February, 1999.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, SUSAN GROKULSKY, a Notary Public of the County and State
aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and
acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 23rd day of February,
1999.

Susan Grokulskey
Notary Public

My Commission Expires:

8-14-2000
(Notary Public)



LESSEE:

CENEX HARVEST STATES COOPERATIVES

ATTEST:

By: _____
Name: _____
Title: _____

By: Mark L. Palmquist
Name: Mark L. Palmquist
Title: SR. V.P.

Executed on this 16th day of February, 1999.

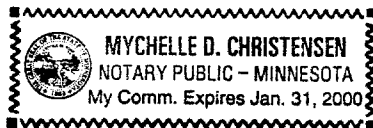
[CORPORATE SEAL]

STATE OF MINNESOTA

COUNTY OF RAMSEY

I, Michelle Christensen, a Notary Public of the County and State aforesaid, certify that Mark L. Palmquist personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 16th day of February, 1999.



Michelle Christensen
Notary Public

My Commission Expires:

Jan. 31, 2000
(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

Eighty-six (86) 100 ton
4750 cu. ft.
Covered Hoppers

JANUARY

1	GROX	768753	GROX	769053	UMP	820011
2	GROX	769001	GROX	769063	UMP	820017
3	GROX	769002	GROX	769064	UMP	820023
4	GROX	769003	GROX	769065	UMP	820025
5	GROX	769004	GROX	769066		
6	GROX	769005	GROX	769067		86
7	GROX	769006	GROX	769068		
8	GROX	769007	GROX	769069		
9	GROX	769008	GROX	769070		
10	GROX	769009	RUSX	5126		
11	GROX	769010	RUSX	485768		
12	GROX	769012	RUSX	63153		
13	GROX	769013	RUSX	63884		
14	GROX	769014	RUSX	190121		
15	GROX	769015	RUSX	190154		
16	GROX	769016	RUSX	485033		
17	GROX	769017	RUSX	485750		
18	GROX	769018	RUSX	485765		
19	GROX	769019	RUSX	485766		
20	GROX	769020	RUSX	486581		
21	GROX	769021	RUSX	486585		
22	GROX	769022	RUSX	486588		
23	GROX	769023	RUSX	486609		
24	GROX	769024	RUSX	486614		
25	GROX	769026	RUSX	486632		
26	GROX	769027	RUSX	486633		
27	GROX	769028	RUSX	486635		
28	GROX	769029	RUSX	486646		
29	GROX	769030	RUSX	486650		
30	GROX	769031	RUSX	486652		
31	GROX	769032	UMP	483258		
32	GROX	769033	UMP	483294		
33	GROX	769035	UMP	483310		
34	GROX	769036	UMP	483333		
35	GROX	769037	UMP	483357		
36	GROX	769038	UMP	483409		
37	GROX	769039	UMP	483413		
38	GROX	769049	UMP	820002		
39	GROX	769050	UMP	820006		
40	GROX	769051	UMP	820008		
41	GROX	769052	UMP	820009		